

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Feb 27 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # J99448 (9)
 1. Corporation Name
FLORIDA COMBINED LIFE INSURANCE COMPANY, INC.

Principal Place of Business 8665 BAYPINE RD SUITE 200 JACKSONVILLE FL 32256-7533	Mailing Address 8665 BAYPINE RD SUITE 200 JACKSONVILLE FL 32256-7533
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/29/1987	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-2876465	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

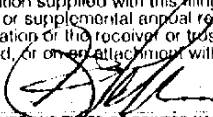
9. Name and Address of Current Registered Agent INSURANCE COMMISSIONER OF FLORIDA THE CAPITOL BLDG TALLHASSEE FL 32304				10. Name and Address of New Registered Agent	
				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				85	Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALBRIGHT, THOMAS E	1.2 NAME	
STREET ADDRESS	8132 WEKIVA WAY	1.3 STREET ADDRESS	
CITY-ST-ZIP	JACKSONVILLE FL 32258	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AUSLEY, CHARLES D	2.2 NAME	
STREET ADDRESS	3212 THOMASVILLE ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	TALLHASSEE FL 32212	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCLIN, WALTER S III	3.2 NAME	
STREET ADDRESS	5415 BANANA POINTE DR	3.3 STREET ADDRESS	
CITY-ST-ZIP	OKAHUMPKA FL 34762	3.4 CITY-ST-ZIP	
TITLE	PO <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LIPTAK, WALTER T	4.2 NAME	
STREET ADDRESS	3205 OLD BARN COURT	4.3 STREET ADDRESS	
CITY-ST-ZIP	PONTE VEDRA BCH FL 32082	4.4 CITY-ST-ZIP	
TITLE	VI <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PALLAIS, ROBERT A	5.2 NAME	
STREET ADDRESS	12480 LYDIA WOODS COURT	5.3 STREET ADDRESS	
CITY-ST-ZIP	JACKSONVILLE FL 32258	5.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SIMMONS, RANDEL D	6.2 NAME	
STREET ADDRESS	8565 ANVERS BLVD	6.3 STREET ADDRESS	1667 Highland View Court
CITY-ST-ZIP	JACKSONVILLE FL 32210	6.4 CITY-ST-ZIP	Orange Park, FL 32073

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  **Robert A. Pallais, V.P. & Treasurer** 2/23/98 (904) 828-7850

CR2E034 (10/97)

**FLORIDA COMBINED LIFE INSURANCE COMPANY, INC.
Officers and Directors (Continued)**

12. Officers and Directors		13. Add/Chgs To Officers and Directors	
Title Name Street Address City-St-Zip	CD FLAHERTY, WILLIAM E. 12316 MANDARIN ROAD JACKSONVILLE FL 32223	Title Name Street Address City-St-Zip	<input type="checkbox"/> Chg <input type="checkbox"/> Add
Title Name Street Address City-St-Zip	S BAGNI, BRUCE N. 2307 GREENSIDE COURT PONTE VEDRA BEACH FL	Title Name Street Address City-St-Zip	S <input checked="" type="checkbox"/> Chg <input type="checkbox"/> Add KRAMMER, RANDY M. 3382 BOWERS LANE JACKSONVILLE FL 32257
Title Name Street Address City-St-Zip	D FAVINO, ANTONIO J 546 GULFSTREAM CIRCLE N. ORANGE PARK FL 32073	Title Name Street Address City-St-Zip	<input type="checkbox"/> Chg <input type="checkbox"/> Add
Title Name Street Address City-St-Zip	D CASCONI, MICHAEL JR 8022 JAMES ISLAND TRAIL JACKSONVILLE FL 32256	Title Name Street Address City-St-Zip	<input type="checkbox"/> Chg <input type="checkbox"/> Add
Title Name Street Address City-St-Zip	V OUGH, SIDNEY W 4368 BANKS ROAD MIDDLEBURG FL 32068	Title Name Street Address City-St-Zip	<input type="checkbox"/> Chg <input type="checkbox"/> Add
Title Name Street Address City-St-Zip	D DOERR, ROBERT CHRIS 8031 ACORN RIDGE RD JACKSONVILLE FL 32256	Title Name Street Address City-St-Zip	<input type="checkbox"/> Chg <input type="checkbox"/> Add
Title Name Street Address City-St-Zip	D DAVIDSON, BRUCE A 1946 RIVER ROAD JACKSONVILLE FL 32207	Title Name Street Address City-St-Zip	<input type="checkbox"/> Chg <input type="checkbox"/> Add
Title Name Street Address City-St-Zip		Title Name Street Address City-St-Zip	D <input type="checkbox"/> Chg <input checked="" type="checkbox"/> Add LUFRAO, ROBERT I 8113 MIDDLE FORK WAY JACKSONVILLE FL32256